### **First Union Rail Corporation**

One O'Hare Center 6250 River Road, Suite 5000 Rosemont, Illinois 60018-4214 847 318-7575 Fax 847 318-7588

### VIA UPS NEXT DAY AIR



Mr. Vernon E. Williams Surface Transportation Board 1925 K Street, N.W., Room 704 Washington, DC 20423-0001

Attn: Recordation of Railroad Equipment

October 6, 1999

3-00 PM



Re: **Memorandum of Lease Agreement** 

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 25, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

OCT 1.8 '99

Lessor: First Union Rail Corporation

One O'Hare Center

6250 River Road, Suite 5000

Rosemont, IL 60018

Lessee: Dakota Minnesota & Eastern Railroad

Company

337 22<sup>nd</sup> Avenue South Brookings, SD 57006

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase

Manager of Documentation

**Enclosures** 

(DME004)

# EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS:

Two

DESCRIPTION OF CARS:

100-Ton, 73 ft. Centerbeam Flatcars

CAR NUMBERS:

CRBY 2156, 2157

DME004

## EXHIBIT A to RIDER NO. 4

RECORDATION NO. 22 FILED

OCT 18'99

3-00 PM

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25<sup>th</sup> day of June, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Dakota Minnesota & Eastern Railroad Company ("Lessee"), a South Dakota corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 23, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

	LESSOR:
A TTEST.	FIRST UNION RAIL CORPORATION
ATTEST:	By: Richard t. Seymour
By: S. a. Marbrawh.	Name: RICHARD F. SEYMOUR Vice President Sales & Marketing
Name: K.A. Dombrowski	Title.
Title: DIRECTOR OF DOCUMENTATION	Executed on this 2th day of July, 1999.
[CORPORATE SEAL]	
STATE OF  LLINOIS	
COUNTY OF COOK	
I, SUSAN GROW certify that RICHARD F. SEYN execution of the foregoing Memorandu	, a Notary Public of the County and State aforesaid personally appeared before me this day and acknowledged his due m of Lease.
WITNESS my hand and officia	al stamp or seal, this 9th day of August, 199
	Susan Crokulsky Notary Public
My Commission Expires:  8-14-2000  WY	OFFICIAL SEAL SUSAN GROKULSKY DTARY PUBLIC, STATE OF ILLINOIS COMMISSION EXPIRES 8-14-2000

By:		DAKOTA MINNESOTA & EASTERN RA	ILROAD CORPORATION
Title: LEN MCR RAHLCAR FLEET  By: Dearne Share  Name: Searce Share  Executed on this 13 day of July 1999.  [CORPORATE SEAL]  STATE OF Sections S  COUNTY OF Breaking S  certify that Jehn R. Gales personally appeared before me this day and acknowledged his cexecution of the foregoing Memorandum of Lease.  WITNESS my hand and official stamp or seal, this 13 day of July 1999.  Commission Expires:  DEANNA SNEVE  NOTARY PUBLIC  DEANNA SNEVE		By: John B Take	
ATTEST:  By: Dearne Share  Name: Dearne Share  Title: Secretary Executed on this 13 day of July, 199 9.  [CORPORATE SEAL]  STATE OF South Daketa  COUNTY OF Brooking S  L. Dearne Share personally appeared before me this day and acknowledged his cexcution of the foregoing Memorandum of Lease.  WITNESS my hand and official stamp or seal, this 13 day of July, 199 9.  DEANNA SNEVE  NOTARY PUBLIC  DEANNA SNEVE  NOTARY PUBLIC		Name: JOHN B CABEL	
Name: Seanne Sneve  Title: Secretary Executed on this 13 day of July 1999.  [CORPORATE SEAL]  STATE OF Seath Salete  COUNTY OF Brooking 5  certify that Jelin 6. Galet personally appeared before me this day and acknowledged his certify that Sneve execution of the foregoing Memorandum of Lease.  WITNESS my hand and official stamp or seal, this 13 day of July 1999.  Commission Expires:  DEANNA SNEVE  NOTARY PUBLIC	ATTEST:	Title: GEN MGR RAILCAR FL	EET
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[CORPORATE SEAL]  STATE OF	Name: Deanna Sneve		
STATE OF	Title: Secretary	Executed on this 13 day of July	, 199 <u>_</u> 9.
STATE OF			
COUNTY OF Brooking S  I, Seama Sneve, a Notary Public of the County and State aforesa certify that Jelin B. Gale! personally appeared before me this day and acknowledged his of execution of the foregoing Memorandum of Lease.  WITNESS my hand and official stamp or seal, this 13 day of July, 199 9.  DEANNA SNEVE  NOTARY PUBLIC SOUTH DAKOTA	[CORPORATE SEAL]		
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Notary Public  The second state of the second	certify that John & Galant	, a Notary Public personally appeared before me tum of Lease.	of the County and State aforesaid his day and acknowledged his due
Commission Expires:  DEANNA SNEVE  NOTARY PUBLIC  SOUTH DAKOTA  CAN  TO THE PROPERTY OF THE PR	WITNESS my hand and offici	ial stamp or seal, this 13 day of July	, 199 <u></u> .
Commission Expires:  DEANNA SNEVE  NOTARY PUDLIC SOUTH DAKOTA  SOUTH DAKOTA  TO SOUTH DAKOT		Notary Public	
Une 2, 2005 Francisco de la constante de la co	Commission Expires:  June 2, 2005 (Notary Public)	DEANNA SNEVE \$ NOTARY PUDLIC SOUTH DAKOTA CAD \$	

LESSEE:

My Commission Expires: June 2, 2005